

EXHIBIT A
ORRICK, HERRINGTON & SUTCLIFFE LLP
INVOICES FOR THE TIME PERIOD
JULY 1-31, 2012



ORRICK, HERRINGTON & SUTCLIFFE LLP
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David Austern, Futures Claims Representative for
W.R. Grace & Co.
c/o Claims Resolution Management Corp.
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042

August 15, 2012
Client No. 17367
Invoice No. 1378342

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through July 31, 2012 in connection with
the matters described on the attached pages:

\$ 249,687.25

DISBURSEMENTS as per attached pages:

1,697.47

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 251,384.72

Matter(s): 17367/11, 13, 15, 7, 8, 9

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$269,517.29

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 17367/ Invoice: 1378342

ELECTRONIC FUNDS

TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 17367/ Invoice: 1378342
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(213) 614-3248
Reference: 17367/ Invoice: 1378342



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For Legal Services Rendered Through July 31, 2012 in Connection With:

Matter: 7 - Insurance Matters

07/02/12	P. Mahaley	Review post-petition settlement agreements regarding payment terms and conditions.	4.00
07/03/12	P. Mahaley	Telephone conference with R. Wyron re revisions to draft summary of payment terms and conditions of post-petition insurance settlement agreements.	0.50
07/05/12	D. Felder	Review and revise Royal insurance escrow agreement and e-mail correspondence with M. Wallace regarding same.	0.50
07/06/12	D. Felder	Review draft Royal escrow agreement and e-mail correspondence from M. Wallace regarding same.	0.30
07/09/12	P. Mahaley	Analyze and propose revisions to spreadsheet analysis of insurance payments due on the Effective Date (.5); review and revise draft escrow agreement for Royal (.8).	1.30
07/17/12	P. Mahaley	Review and revise draft escrow agreement for Royal settlement.	0.50
07/18/12	D. Felder	Review and revise escrow agreement for Royal settlement (.8); e-mail correspondence with P. Mahaley regarding same (.2).	1.00
07/19/12	P. Mahaley	Analyze summary of insurance recoveries re Effective Date considerations.	0.40
07/19/12	R. Wyron	Review Integrity issue (.3); telephone conference with P. Mahaley re Integrity and respond to e-mail re same (.3).	0.60
07/23/12	P. Mahaley	Review and revise draft motion for reconsideration re disallowance of claims by Integrity Insurance Co. in liquidation.	0.30
07/23/12	R. Wyron	Review e-mail from R. Horkovich and e-mails with P. Mahaley re insurance settlement proposal.	0.20
07/31/12	P. Mahaley	Analyze settlement proposal made by insurer.	0.40

Total Hours 10.00

Total For Services \$6,791.00



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.80	650.00	1,170.00
Peri N. Mahaley	7.40	665.00	4,921.00
Richard H. Wyron	0.80	875.00	700.00
Total All Timekeepers	10.00	\$679.10	\$6,791.00

Total For This Matter

\$6,791.00



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For Legal Services Rendered Through July 31, 2012 in Connection With:

Matter: 8 - Litigation

07/02/12	R. Smith	Call with R. Frankel and R. Wyron regarding proposal to monetize warrant (.3); prepare for same (.1).	0.40
07/02/12	R. Wyron	Review issues on Garlock motion for stay and follow-up.	0.70
07/02/12	R. Frankel	Review, consider P. Lockwood, J. Donley e-mails re Garlock Emergency Stay Motion (.6); prepare notes re same (.3).	0.90
07/02/12	R. Frankel	Read, consider, prepare notes re Garlock Emergency Stay Motion.	1.60
07/02/12	R. Frankel	Read case law re standing of Garlock as to futures.	1.20
07/02/12	R. Frankel	Review e-mails, issues re Grace-warrant transaction.	0.60
07/02/12	R. Frankel	Telephone conference with R. Smith, R. Wyron re Grace transaction (.4); notes re same (.1).	0.50
07/02/12	R. Frankel	Series of e-mails with J. Radecki re hedge transaction.	0.20
07/03/12	D. Felder	Review 2019 issues and analysis (.3); review issues regarding investment bankers and e-mail correspondence with R. Wyron regarding same (.8).	1.10
07/03/12	R. Wyron	Telephone conference with Grace and ACC counsel (.8); review motion for stay pending appeal and e-mails re same (.6).	1.40
07/03/12	R. Wyron	Review insurance proceeds issue (.7); telephone conference with P. Mahaley re proceeds and insurance issues on Effective Date, and e-mails re same (.6).	1.30
07/03/12	R. Frankel	Review transcript of May 17 Garlock hearing in connection with 3rd circuit stay motion.	1.30
07/03/12	R. Frankel	Telephone conference with M. Shelnitz, P. Lockwood, R. Wyron, A. Paul, J. Donley re effective date issues, hedge transaction, Garlock stay motion and follow-up re same.	1.30
07/03/12	R. Frankel	Telephone conference with E. Inselbuch, P. Lockwood re effective date issues, payment percentage (.4); telephone conference with R. Wyron re same (.3); telephone conference with J. Donley re same (.3).	1.00
07/03/12	R. Frankel	Review files re payment percentage, hedge transaction, Montana discussions.	0.80
07/03/12	R. Frankel	Review updated claims analysis from Towers Watson, e-mail from D. Felder re same.	0.50



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07/03/12	R. Frankel	Review stipulation and revisions re stay pending appeal (.4); exchange of e-mails with plan proponents re same (.3).	0.70
07/05/12	D. Felder	Review recently filed pleadings and conference with P. Reyes regarding same (.4); review Edwards settlement agreement and e-mail correspondence regarding same (1.0); review Garlock's stay motion and research issues regarding same (1.5); research confirmation and effective date issues (3.5); e-mail correspondence with R. Wyron regarding same (.5); review Plan Proponents' draft response to Garlock's stay motion (1.0).	7.90
07/05/12	R. Wyron	Review draft briefs on Garlock stay motion (1.9); review draft insert (.3); conference re strategy and follow-up (.8).	3.00
07/05/12	R. Wyron	Review warrant proposal and e-mails re same (1.3); conference with R. Frankel and follow-up (.6).	1.90
07/05/12	R. Frankel	Review and revise memo re Effective Date issues.	1.30
07/05/12	R. Frankel	Review Towers Perrin presentations re claims projections, payment percentage (1.2); confer with R. Wyron re same (.4).	1.60
07/05/12	R. Frankel	Review preliminary draft re hedging transaction with Grace (1.2); confer with R. Wyron re same (.3); e-mails with E. Inselbuch re same (.3).	1.80
07/05/12	R. Frankel	Review detailed chart from P. Mahaley re insurance settlement effective date issues.	0.90
07/05/12	R. Frankel	Review as-filed Stipulation re stay pending appeal.	0.30
07/05/12	R. Frankel	Review draft Response to Emergency Stay Motion (2.5); confer with R. Wyron re same (.4).	2.90
07/05/12	R. Frankel	Review P. Lockwood e-mail re draft, review D. Felder memo/e-mail re FCR footnote.	0.70
07/06/12	D. Felder	Review revised drafts of opposition to Garlock's stay motion and note issues regarding same (1.5); research FCR-related issues regarding same (1.0); prepare for telephone conference with Debtors and ACC regarding same (.5); telephone conference with Debtors and ACC regarding same (1.0); review additional revisions to same (.8); review and finalize Third Circuit notices of appearance and corporate disclosure (.3).	5.10
07/06/12	D. Felder	Review payment percentage issues and e-mail correspondence with R. Wyron regarding same.	0.50
07/06/12	R. Wyron	Review warrant issues with ACC counsel (.7); conference with R. Frankel and follow-up (.4).	1.10



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07/06/12	R. Wyron	Review draft responses on stay motion and comments re same (1.9); telephone conference with Grace and ACC counsel re response and follow-up (1.7); review Third Circuit filing and follow-up (.2).	3.80
07/06/12	R. Frankel	Review revised marked and clean drafts of Response to Garlock Emergency Stay Motion.	3.80
07/06/12	R. Frankel	Review possible additional footnotes, edits (.9); confer with R. Wyron re same (.3).	1.20
07/06/12	R. Frankel	Telephone conference with H. Huge re status, effective date issues.	0.30
07/06/12	R. Frankel	Telephone conference with J. Donley, M. Shelnitz, R. Wyron, D. Felder, P. Lockwood re draft Response.	1.10
07/06/12	R. Frankel	Review e-mails, forms re corporate disclosures, appearances.	0.30
07/06/12	R. Frankel	Review, consider irreparable harm insert, e-mail from J. Donley.	0.60
07/07/12	R. Frankel	Review July 6 revised draft of Response to Garlock Emergency Stay Motion.	2.40
07/07/12	R. Frankel	Review series of e-mails with C. Landau, P. Lockwood, J. Donley re irreparable harm issues.	0.70
07/08/12	R. Wyron	Review revised draft brief on stay motion (.8); e-mail comments and follow-up re same (.3).	1.10
07/08/12	R. Wyron	Review Tillinghast reports and follow-up re claims analysis.	0.90
07/08/12	R. Frankel	Review July 8 revised draft of Response to Garlock Emergency Stay Motion (1.4); review R. Wyron proposed revisions (.4).	1.80
07/08/12	R. Frankel	Review, consider irreparable harm issue (.8); review exchange of e-mails and prepare responsive e-mail (.6).	1.40
07/09/12	D. Felder	Telephone conference with J. Biggs and R. Wyron regarding payment percentage issues and follow-up regarding same (.5); review final draft of Plan Proponents' opposition to Garlock's stay motion and e-mail correspondence regarding same (.8); review and finalize Third Circuit corporate disclosure and telephone conference with C. Hartman, J. O'Neill and M. Hurford regarding same (.4).	1.70



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07/09/12	R. Wyron	Telephone conference with Tillinghast re projections (.5); review data on open claims, Libby claims and liquidated claims, and follow-up re same (1.7); work on Effective Date issues (.7); review and analyze insurance proceeds and cash flow (1.6); review trust asset valuations and organize notes on open issues (.8); work on closing checklist (.9); review of Libby and BNSF agreements re notices of appeal (.7); telephone conference with M. Giannotto re status (.4).	7.30
07/09/12	R. Frankel	Review notes, series of e-mails in preparation for call with J. Donley, et al.	0.90
07/09/12	R. Frankel	Telephone conference with J. Donley, M. Shelnitz, R. Wyron, P. Lockwood re finalizing Response to Garlock Emergency Motion (.6); notes re same (.1).	0.70
07/09/12	R. Frankel	Review Closing Checklist from M. Wallace (.7); prepare notes re same (.5).	1.20
07/09/12	R. Frankel	Confer with R. Wyron re effective date, due diligence issues.	0.60
07/09/12	R. Frankel	Review cases re equitable mootness doctrine in connection with Emergency Stay Motion.	1.40
07/09/12	R. Frankel	Review final draft for signoff of Response to Garlock Stay Motion.	0.90
07/10/12	D. Fullem	Review recently filed pleadings.	0.30
07/10/12	D. Felder	Conference with R. Frankel, R. Wyron and M. Wallace regarding plan and effective date issues (.6); review notices of appeal filed by BNSF, Montana and Canada and e-mail correspondence regarding same (.3).	0.90
07/10/12	R. Smith	Attention to e-mails re warrant proposal.	0.20
07/10/12	R. Wyron	Review draft closing checklist (.4); conference with R. Frankel, M. Wallace and D. Felder re checklist and follow-up (.5); telephone conference re warrant proposal (.8); review materials re warrant proposal and organize notes (1.2); telephone conference with A. Paul re warrants and settlement issues (.3); conference with R. Frankel re strategy and e-mails re same (.4); telephone conference with Lincoln and follow-up (.6); revise insurance projections for Effective Date (.7); review Tillinghast reports (.4); work on Effective Date analysis (.6).	5.90
07/10/12	R. Wyron	Review oppositions to stay motion at the Third Circuit (.4); review and respond to e-mails re Third Circuit filings (.2).	0.60
07/10/12	R. Frankel	Confer with M. Wallace, D. Felder, R. Wyron re closing, effective date issues.	0.60
07/10/12	R. Frankel	Telephone conference with H. Huge regarding trust issues.	0.30



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07/10/12	R. Frankel	Telephone conference with J. Radecki, J. Solganick, R. Wyron regarding warrant (.6); confer with R. Wyron regarding same (.2); prepare notes regarding status (.4).	1.20
07/10/12	R. Frankel	Telephone conference with Grace, E. Inselbuch, financial advisors, R. Wyron regarding warrant transaction, hedge.	1.40
07/10/12	R. Frankel	Telephone conference with J. Radecki, J. Solganick, R. Wyron regarding warrant proposal.	0.70
07/10/12	R. Frankel	Confer with R. Wyron regarding warrant proposal, process for approval (.5); telephone conferences with J. Radecki, E. Inselbuch regarding same (.4).	0.90
07/10/12	R. Frankel	Prepare notes regarding warrant transaction in preparation for conference call (.5); exchange of e-mails with R. Wyron regarding same (.3).	0.80
07/10/12	R. Frankel	Review current term sheet, Grace presentation materials in preparation for call with Grace regarding warrant transaction.	1.60
07/11/12	D. Fullem	Review recently filed pleadings.	0.30
07/11/12	R. Smith	Review e-mails re warrant proposal.	0.10
07/11/12	R. Wyron	Review additional hedge information (1.3); conference with R. Frankel and J. Radecki re issues (.6); telephone conference with A. Paul and e-mails re same (.4); review notices of appeal and e-mails re same (.6); review J. Biggs reports (.9).	3.80
07/11/12	R. Frankel	Review notices of appeal (.3); series of e-mails regarding same (.2).	0.50
07/11/12	R. Frankel	Prepare notes regarding warrant transaction.	1.20
07/11/12	R. Frankel	Telephone conference with J. Radecki, R. Wyron regarding warrant transaction (.4); series of e-mails regarding same (.3).	0.70
07/11/12	R. Frankel	Review Montana correspondence, supporting cases in preparation for meeting.	1.40
07/11/12	R. Frankel	Review response of PD legal representative to Garlock Emergency Stay Motion.	0.60
07/12/12	D. Fullem	Confer with D. Felder regarding appearance forms for R. Frankel and R. Wyron in Grace appeals and timing to file same.	0.50
07/12/12	R. Smith	Review e-mails re warrant proposal.	0.10
07/12/12	R. Wyron	Review warrant issues and respond to e-mails re same (.8); telephone conference with R. Frankel and follow-up (.3).	1.10



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07/12/12	R. Frankel	Series of e-mails regarding warrant transaction with J. Radecki (.5); telephone conference with R. Wyron regarding same (.3).	0.80
07/13/12	D. Fullem	Review e-mail from R. Wyron re 3rd circuit appeals.	0.30
07/13/12	R. Wyron	Review data on warrant proposals and telephone conferences re same (1.8); review appeal issues (.3); review draft escrow agreement for Royal settlement and provide comments (1.3); follow-up with investment bankers (.3).	3.70
07/13/12	R. Frankel	Review revised closing checklist from M. Wallace.	0.60
07/13/12	R. Frankel	Telephone conferences with R. Wyron regarding status of warrant discussions (.5); prepare notes-memo regarding warrant negotiation variables (.9).	1.40
07/13/12	R. Frankel	Review memo from M. Wallace regarding S/A, Fresenius conditions regarding plan and offset provisions.	0.60
07/13/12	R. Frankel	Telephone conferences with J. Radecki regarding status of warrant discussions (.8); telephone conference with D. Austern regarding same (.3).	1.10
07/13/12	R. Frankel	Review files re warrant settlement, history of offers and counters.	1.40
07/15/12	R. Frankel	Telephone conference with J. Radecki regarding calls with Blackstone, strategy issues regarding warrants (.4); exchange of e-mails regarding same (.3).	0.70
07/15/12	R. Frankel	Review Garlock's Concise Statement of Case and Reply in Support of Emergency Motion.	1.20
07/16/12	D. Fullem	Review recently filed pleadings.	0.20
07/16/12	D. Felder	Review Garlock's reply in support of stay motion (.4); review cases cited in Garlock's reply (.2); review revised closing checklist and identify follow-up issues (.6).	1.20
07/16/12	R. Wyron	Telephone conference with F. Monaco (.3); prepare for meeting with Montana (.4); review warrant analyses and update issues list (.8); telephone conferences with R. Frankel re issues (.3); telephone conference with Grace counsel re issues and follow-up re same (.6); review Garlock stay motion reply (.3).	2.70
07/16/12	R. Frankel	Telephone conference with R. Wyron and J. Radecki regarding status of warrant negotiations (.3); review scenarios for warrants (.5).	0.80
07/16/12	R. Frankel	Review Garlock Reply regarding Emergency Motion (1.3); notes regarding same (.3).	1.60



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07/16/12	R. Frankel	Review historical offers, counters regarding warrant proposals and prepare outline of proposals (.7); telephone conference with J. Radecki re same and follow-up (1.2)..	1.90
07/16/12	R. Frankel	Telephone conference with J. Donley, A. Paul and R. Wyron regarding effective date issues (.5); consider effective date issues (.3).	0.80
07/16/12	R. Frankel	Review cases regarding 524(g) fair and equitable requirements.	0.70
07/17/12	D. Fullem	Prepare appearance forms for R. Frankel and R. Wyron and corporate disclosure form for Grace/Montana 3rd Circuit appeal.	0.80
07/17/12	D. Felder	Research and review hearing and deposition transcripts regarding confirmation issues.	2.00
07/17/12	R. Wyron	Review updated warrant information and memo re proposal (.7); telephone conference with Grace team re effective date issues (.7); meet with ACC re warrants (1.1); telephone conference with ACC and Grace re Montana meeting (.9); conference with investment bankers re warrant issues, and follow-up re same (2.1); review changes to draft escrow agreement (.3).	5.80
07/17/12	R. Frankel	Confer with E. Inselbuch, financial advisors, regarding warrants and settlement issues.	2.30
07/17/12	R. Frankel	Telephone conference with Grace, P. Lockwood, R. Wyron regarding effective date issues.	0.60
07/17/12	R. Frankel	Review warrant presentations, consider counter to Grace regarding monetization of warrant agreement.	0.80
07/17/12	R. Frankel	Review exchange of correspondence between F. Monaco and R. Wyron regarding settlement, Montana Court order in preparation for call, meeting.	0.90
07/17/12	R. Frankel	Confer with R. Wyron and investigative bankers regarding possible warrant agreement transaction.	0.80
07/17/12	R. Frankel	Telephone conference with J. Donley, A. Paul, E. Inselbuch, P. Lockwood, R. Wyron regarding Montana issues, prepare for meeting.	0.60
07/18/12	D. Fullem	Research, review and respond to e-mail from R. Frankel regarding timing/filing of appearance forms and corporate disclosure in Grace/Montana appeal.	0.30
07/18/12	D. Felder	E-mail correspondence with R. Wyron regarding TDP (.1); review e-mail correspondence from J. Biggs regarding liquidated claims (.5).	0.60



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07/18/12	R. Wyron	Prepare for meeting with Montana counsel (.9); meet with counsel for Montana, ACC and Grace re plan issues (3.6); follow-up session with ACC and Grace counsel (.4); conference with R. Frankel re strategy and follow-up (.4); conference with Montana counsel (.3); follow-up on warrant issues and review term sheet (.5).	6.10
07/18/12	R. Frankel	Review revised term sheet regarding warrant transaction (.4); series of e-mails with J. Radecki, Sinclair regarding same (.2).	0.60
07/18/12	R. Frankel	Review papers on trends in asbestos claims values from Biggs.	0.60
07/18/12	R. Frankel	Review draft term sheet of revised warrant proposal from J. Radecki (.6); consider, edit and draft (.4).	1.00
07/19/12	D. Felder	Research regarding effective date issues (3.5); conference with R. Wyron regarding same (.9).	4.40
07/19/12	R. Wyron	Work on projections, cash flow and insurance issues for effective date (1.8); conference with R. Frankel re strategy and follow-up (.6); conference call with Grace and ACC counsel re Sealed Air issues (1.0); review Montana pleading (.3); conference with D. Felder re Montana, effective date and record on appeal (.4); review record on appeal (1.3); review warrant issues and respond to e-mails re same (.4).	5.80
07/19/12	R. Frankel	Telephone conference with M. Shelnitz, J. Donley, A. Paul, R. Wyron, P. Lockwood regarding effective date issues.	0.90
07/19/12	R. Frankel	Review effective date issues in preparation for call with J. Donley, et al. (.4); telephone conference with R. Wyron regarding effective date issues, waiver of condition (.4).	0.80
07/19/12	R. Frankel	Review Montana Concise Summary of Case filed in 3rd Circuit.	0.40
07/19/12	R. Frankel	Review e-mails, order regarding Integrity Insurance.	0.30
07/19/12	R. Frankel	Prepare outline of Effective Date scenarios (1.5); e-mail memo to D. Felder regarding same (.3).	1.80
07/20/12	D. Fullem	Follow-up on drafts of notices of appearance forms and corporate disclosures to file in Grace appeal case dockets (1.0); e-mails to/from D. Felder, C. Hartman and others regarding same (.5).	1.50
07/20/12	D. Felder	Research and review effective date issues (6.5); telephone conference with J. Donley, R. Barakat and R. Wyron regarding Third Circuit appeal issues (.3); follow-up regarding same (1.0).	7.80



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07/20/12	R. Smith	E-mail correspondence with R. Wyron regarding upcoming call with investment bankers.	0.20
07/20/12	R. Wyron	Telephone conference with Tillinghast (.8); review Tillinghast reports and organize notes re same (1.1); telephone conference with J. Donley and D. Felder re record on appeal and follow-up e-mails re same (.9); review deposition transcripts re record on appeal (.8); follow-up with R. Smith and investment bank on warrant issues (.8).	4.40
07/20/12	R. Frankel	Review series of e-mails re effective date issues; record on appeal.	0.60
07/22/12	D. Felder	Analyze effective date issues.	5.00
07/22/12	R. Frankel	Review effective date issues in preparation for D. Austern meeting.	0.70
07/23/12	G. Willey	Review recently filed pleadings.	0.10
07/23/12	G. Willey	Review recently filed pleadings.	0.40
07/23/12	D. Felder	Review and finalize Third Circuit filings (.3); analyze effective date issues and review lower court briefs regarding same (4.5).	4.80
07/23/12	R. Wyron	Work on Effective Date issues analysis (.7); follow-up on warrant issues (.4).	1.10
07/23/12	R. Frankel	Review effective date issues with D. Felder, e-mails re same (.3); review Garlock issues re effective date (.6).	0.90
07/23/12	R. Frankel	Review J. Buckwalter opinion denying Rule 60 motion of AMH (1.1); consider status of appeal, appearances (.5).	1.60
07/24/12	G. Willey	Review recently filed pleadings.	0.40
07/24/12	G. Willey	Review recently filed pleadings.	0.20
07/24/12	D. Felder	Review Debtors' application to employ Grant Thornton and motion to approve Weedsport settlement (1.0); e-mail correspondence to R. Frankel and R. Wyron regarding same (.2); analyze effective date issues (2.5); conference with R. Acharya regarding research issues (.2); e-mail correspondence with C. Hartman regarding Third Circuit appeal (.5); review Third Circuit appeal cases regarding same (.7); e-mail correspondence with M. Hurford regarding same (.3).	5.40
07/24/12	R. Wyron	Review recent filings and e-mails re EPA site and Grant Thornton (.4); begin review of appeal issues and filings (1.8).	2.20
07/24/12	R. Frankel	Confer with D. Felder regarding effective date issues (.6); telephone conference with D. Austern regarding status of case (.4).	1.00



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07/24/12	R. Frankel	Review Warrant Proposal as forwarded to Blackstone.	0.30
07/24/12	R. Frankel	Review statement of issues and designation of record by Anderson Memorial Hospital.	0.90
07/24/12	R. Frankel	Confer with R. Wyron regarding effective date issues.	0.60
07/25/12	G. Willey	Review recently filed pleadings.	0.20
07/25/12	G. Willey	Review recently filed pleadings.	0.20
07/25/12	D. Felder	Analyze effective date issues and prepare memorandum regarding same (4.5); conference with R. Wyron regarding Third Circuit issues and follow-up regarding same (1.0); telephone conference with M. Hurford regarding same (.2).	5.70
07/25/12	R. Wyron	Review statements of issues on appeal (.6); review Third Circuit rules for appeals (.5); review and respond to e-mails re warrant issues (.2); begin review of effective date issues (1.4).	2.70
07/25/12	R. Frankel	Review Libby statement of issues and designation of record.	0.70
07/25/12	R. Frankel	Review Bank Lenders Statement of Issues and Designation of Record (.9); confer with R. Wyron regarding same (.4).	1.30
07/25/12	R. Frankel	Review D. Felder memo regarding effective date scenarios.	1.20
07/25/12	R. Frankel	Confer with R. Wyron regarding designation of appeal record (.4); review issues regarding record on appeal (.6).	1.00
07/26/12	G. Willey	Review recently filed pleadings.	0.20
07/26/12	D. Felder	Review plan and Sealed Air settlement regarding effective date issues (1.0); conference with R. Frankel and R. Wyron regarding same (1.5).	2.50
07/26/12	R. Wyron	Work on effective date analysis (.8); conference with D. Felder and R. Frankel re effective date issues and follow-up re same (1.0); telephone conference with P. Lockwood re effective date and e-mails re same (.9); work on warrant analysis (.6); review investment bank analyses and organize notes for call with bankers (1.2); review Third Circuit filings (.2).	4.70
07/26/12	R. Frankel	Preliminary review of investment bank representation regarding warrant transaction.	0.70
07/26/12	R. Frankel	Telephone conference with D. Austern regarding meeting.	0.20
07/26/12	R. Frankel	Review post-confirmation effect of 3rd Circuit ruling on default interest (.9); confer with R. Wyron regarding call with P. Lockwood (.2).	1.10
07/26/12	R. Frankel	Confer with R. Wyron, D. Felder regarding effective date issues.	1.60



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07/26/12	R. Frankel	Series of e-mails with D. Felder, R. Wyron regarding status of appeal records (.4); consider organization of appeal issues (.4).	0.80
07/27/12	G. Willey	Search for and e-mail to attorneys updated docket report for Grace 3rd Circuit appeals re Bank Lender, Montana, Garlock appeal, and District Court appeal to attorneys.	0.20
07/27/12	D. Felder	Analyze effective date issues.	4.00
07/27/12	R. Smith	Review investment bankers presentation, warrant documents and prepare for call with H. Huge, Orrick and investment bank representatives (2.7); participate in same (.8).	3.50
07/27/12	R. Wyron	Review investment bank data (.6); telephone conference with investment bankers (1.2); revise issues list re Effective Date for meeting with D. Austern (1.4).	3.20
07/27/12	R. Frankel	Review Bank Lender Amended Concise Summary of Case and Civil Appeal Information Statement (.4); consider appeal issues (.3).	0.70
07/27/12	R. Frankel	Consider effective date issues, e-mail with J. Donley regarding same.	0.60
07/27/12	R. Frankel	Telephone conference with bankers, R. Wyron, R. Smith regarding potential warrant transaction.	0.90
07/27/12	R. Frankel	Review investment banker materials regarding warrant transaction.	0.70
07/30/12	D. Felder	Review and revise memorandum regarding effective date issues.	1.50
07/30/12	R. Wyron	Conference with R. Frankel re Sealed Air issues (.3); telephone conference with Grace and ACC counsel re issues and follow-up (.9); work on outline of Effective Date issues (.4); review analysis from Tillinghast (.3); telephone conference with J. Kimble re assumptions and cash flow issues (.6); work on cash flow analysis re insurers and effective date issues (1.2); review investment bank analysis re warrant issues (.4).	4.10
07/30/12	R. Frankel	Telephone conference with J. Donley, P. Lockwood, R. Wyron regarding call with Sealed Air, Fresenius (.5); notes re same (.2).	0.70
07/30/12	R. Frankel	Confer with R. Wyron regarding effective date issues, call with J. Donley.	0.50
07/30/12	R. Frankel	Read 3rd Circ. opinion regarding equitable mootness (1.4); consider issues (.4).	1.80
07/30/12	R. Frankel	Review updated insurance analysis from R. Wyron regarding post effective date payments.	0.40



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07/30/12	R. Frankel	Review investment bank recommendations regarding marketing of warrants.	0.40
07/30/12	R. Frankel	Review updated insurance analysis from R. Wyron regarding post effective date payments.	0.40
07/30/12	R. Frankel	Review Q&A e-mails with Towers Watson regarding updated payment percentage issues (.5); telephone conference with R. Wyron re same (.2).	0.70
07/30/12	R. Frankel	Review valuation pages from R. Wyron regarding updated payment percentage (.6); telephone conference with R. Wyron regarding same (.3).	0.90
07/30/12	R. Frankel	Review, edit memo from D. Felder regarding various effective dates, 3rd Circuit scenarios.	1.20
07/31/12	D. Felder	Telephone conference with Plan Proponents regarding Third Circuit appeals and case strategy and follow-up regarding same.	1.00
07/31/12	R. Smith	Review chart prepared by investment bank regarding Warrant Agreement.	0.20
07/31/12	R. Wyron	Telephone conference with Grace and ACC counsel re appeals and open issues (.8); review appeals dockets and e-mails re same (.4); work on Effective Date issues and outline and prepare for meeting with D. Austern re same (1.1).	2.30
07/31/12	R. Frankel	Prepare notes regarding effective date issues for meeting with D. Austern.	1.20
07/31/12	R. Frankel	Telephone conference with J. Donley, A. Paul, M. Shelnitz, R. Wyron, P. Lockwood regarding appeal, effective date issues.	1.00
07/31/12	R. Frankel	Review, consider points raised by Sealed Air, Fresenius in preparation for Grace call.	0.60
07/31/12	R. Frankel	Review revised AMH notice of appeal, related papers.	0.30

Total Hours 262.10

Total For Services \$224,166.50



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Timekeeper Summary	Hours	Rate	Amount
Debra Felder	63.10	650.00	41,015.00
Roger Frankel	105.50	995.00	104,972.50
Debra O. Fullem	4.20	270.00	1,134.00
Richard V. Smith	4.70	875.00	4,112.50
Gerald L. Willey	1.90	300.00	570.00
Richard H. Wyron	82.70	875.00	72,362.50
Total All Timekeepers	262.10	\$855.27	\$224,166.50

Disbursements

Document Reproduction	0.20
Express Delivery	12.46
Lexis Research	227.14
NY Cafeteria	13.07
Other Business Meals	133.20
Out of Town Business Meals	164.75
Taxi Expense	65.00
Travel Expense, Air Fare	384.51
Travel Expense, Local	242.00
Travel Expense, Out of Town	378.05
Westlaw Research	70.49
Total Disbursements	\$1,690.87

Total For This Matter **\$225,857.37**



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For Legal Services Rendered Through July 31, 2012 in Connection With:

Matter: 9 - Plan & Disclosure Statement

07/03/12	M. Wallace	Begin drafting closing checklist, including review of underlying documents for completeness, signatories and timing.	6.90
07/05/12	M. Wallace	Review plan exhibit book documents against closing checklist and update accordingly.	1.40
07/05/12	M. Wallace	Revise draft closing checklist.	0.10
07/05/12	M. Wallace	Review escrow agreement and related order and respond to inquiries of D. Felder regarding same.	1.10
07/10/12	M. Wallace	Meeting with OHS team regarding closing items and follow-up.	0.70
07/10/12	M. Wallace	Review Sealed Air Settlement Agreement and correspond with OHS team regarding same.	1.20
07/10/12	M. Wallace	Review correspondence regarding warrant issues.	0.10
07/11/12	M. Wallace	Update closing checklist for comments and distribute to OHS team.	0.70
		Total Hours	12.20
		Total For Services	\$9,028.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary A. Wallace	12.20	740.00	9,028.00
Total All Timekeepers	12.20	\$740.00	\$9,028.00

Disbursements

Document Reproduction

6.60	
Total Disbursements	\$6.60

Total For This Matter	\$9,034.60
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For Legal Services Rendered Through July 31, 2012 in Connection With:

Matter: 11 - Compensation of Professionals - Other

07/12/12	D. Fullem	Review recently filed fee applications.	0.20
07/16/12	D. Fullem	Review pending Lincoln fee applications and update D. Felder re same.	0.50
07/17/12	D. Fullem	Coordinate filing/serving of Towers' May fee application.	0.40
07/17/12	D. Felder	Review May fee application for Towers Watson.	0.20
07/20/12	D. Fullem	Review/finalize Towers' June fee application, notice and related filings; coordinate with C. Hartman re timing/filing of same.	0.50
07/20/12	D. Felder	Review Towers Watson's June fee application.	0.10
		Total Hours	1.90
		Total For Services	\$627.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	0.30	650.00	195.00
Debra O. Fullem	1.60	270.00	432.00
Total All Timekeepers	1.90	\$330.00	\$627.00

Total For This Matter **\$627.00**



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For Legal Services Rendered Through July 31, 2012 in Connection With:

Matter: 13 - Compensation of Professionals - Orrick

07/10/12	D. Felder	Review June prebill.	1.00
07/12/12	D. Fullem	Review proposed final of June invoice.	0.50
07/12/12	D. Fullem	Follow-up on June invoice.	0.40
07/13/12	D. Fullem	Follow-up on edits to June prebill.	0.70
07/16/12	D. Fullem	Prepare CNO for May fee application.	0.50
07/16/12	D. Fullem	Research certain expenses per R. Wyron; coordinate with accounting to update same.	0.50
07/17/12	D. Fullem	Prepare draft of Orrick's June fee application.	1.00
07/17/12	D. Fullem	Review e-mail from B. Ruhlander and initial report for Jan-Mar 2012 time period; e-mail to R. Wyron re same.	0.30
07/17/12	D. Fullem	Coordinate filing and serving of CNO for May fee application.	0.20
07/17/12	D. Felder	Review CNO for May fee application and telephone conference with D. Fullem regarding same.	0.20
07/18/12	D. Felder	Review fee auditor's initial report and e-mail correspondence from R. Wyron and D. Fullem regarding same.	0.20
07/20/12	D. Fullem	Finalize June fee application; confer with R. Wyron re same; update C. Hartman re timing/filing for next week.	1.00
07/20/12	D. Felder	Review Orrick's June fee application.	0.30
07/20/12	R. Wyron	Review June fee application and provide comments re same.	0.50
07/30/12	D. Fullem	Prepare draft response to fee auditor's initial report; review back-up materials for expenses; e-mail to R. Wyron re same.	1.30
07/30/12	D. Fullem	E-mail to B. Ruhlander re status of reply to fee auditor's initial report for Jan-Mar 2012 time period.	0.10
07/30/12	R. Wyron	Review draft response to fee auditor's inquiry and follow-up re same.	0.40
07/31/12	D. Fullem	Update fee analysis and circulate.	0.80
07/31/12	D. Fullem	Follow-up with R. Wyron re reply letter to fee auditor initial report for January-March 2012 fee/expense time period (.7); follow-up on certain expenses per R. Wyron (.5); prepare edits (.5).	1.70
07/31/12	R. Wyron	Review draft response to fee auditor.	0.30
		Total Hours	11.90
		Total For Services	\$4,585.00



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.70	650.00	1,105.00
Debra O. Fullem	9.00	270.00	2,430.00
Richard H. Wyron	1.20	875.00	1,050.00
Total All Timekeepers	11.90	\$385.29	\$4,585.00

Total For This Matter

\$4,585.00



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For Legal Services Rendered Through July 31, 2012 in Connection With:

Matter: 15 - Travel Time (Non-Working)

07/11/12	R. Frankel	Travel to NY for Montana meetings.	1.80
07/17/12	R. Wyron	Travel to NY for Montana meeting.	2.00
07/18/12	R. Wyron	Return to DC from Montana meetings.	3.60
07/22/12	R. Frankel	Travel from NY to DC.	2.30

Total Hours 9.70

Total For Services \$4,489.75

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	4.10	497.50	2,039.75
Richard H. Wyron	5.60	437.50	2,450.00
Total All Timekeepers	9.70	\$462.86	\$4,489.75

Total For This Matter

\$4,489.75

***** COMBINED TOTALS *****

Total Hours	307.80	
Total Fees, all Matters		\$249,687.25
Total Disbursements, all Matters		\$1,697.47
Total Amount Due		\$251,384.72